

## COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION

# GUIDE FOR ARTICLES OF AMENDMENT – VIRGINIA STOCK CORPORATION

### ARTICLES OF AMENDMENT OF

				(current name c	of corporation)		
			signed corporation, pu ollowing articles of ame			ticle 11 of the Code	of Virginia, hereby
	The name of the corporation is						
	(Set forth the text of each amendment adopted.)						
	(If an amendment provides for an exchange, reclassification or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself.)						
	The foreg	The foregoing amendment(s) was (were) adopted on					
	(State the method by which the amendment(s) was (were) adopted on behalf of the corporation. See Options A, B and C, below.)						
	Option A	(If s	shareholder approval w	as required, set forth	n either (1) or (2)	), below, whichever is	applicable.)
	(1) The amendment(s) was (were) adopted by unanimous consent of the shareholders.						
	<u>OR</u>						
	(2) The amendment(s) was (were) proposed by the board of directors and submitted to the shareholders accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and:						
	(a) The designation, number of outstanding shares, and number of votes entitled to be cast by evoting group entitled to vote separately on the amendment(s) were:						to be cast by each
			Designation	Number of outst	anding shares		tes —
	(b) Either (i) the total number of votes cast for and against the amendment(s) by each vot entitled to vote separately on the amendment(s) was:						
			Voting group	Total votes	FOR	Total votes AGAINS	<b>3</b> T —
	Or (ii) the total number of undisputed votes cast for the amendment(s) separately by each voti group was:						
			Voting group		puted votes <b>FO</b>	R	
						<del></del>	
		(c)	And the number casthat voting group.	t for the amendment	(s) by each vot	ing group was sufficie	ent for approval by
	Option B the reaso		the board of directors a y shareholder approval				
			ndment(s) was (were) nt(s) was not required a	, ,,			
	Option C	(If	adopted by the incorpo	orator(s) pursuant to	§ 13.1-709 of th	e Code of Virginia.)	
			dment(s) was (were) of ment(s) was not require				
	Executed	d in the	e name of the corporat	ion by:			
			(signature)			(date)	
			(printed name)			(corporate title)	
			(corporation's SCC II	D #1		(talanhana numbar (a	ntional))

This form is to be used as a guide only.

#### INSTRUCTIONS

Guideform SCC710 has been produced by the Commission as a guide to help you prepare the corporation's articles of amendment. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type your articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (like the italicized portions).

You can download this guideform from our website at www.scc.virginia.gov/division/clk/fee\_bus.htm.

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. If the corporation has not appointed any directors, the articles must be executed by an incorporator.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue with respect to any corporation any certificate referred to in the Virginia Stock Corporation Act until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under the Act have been paid by or on behalf of such corporation. See § 13.1-615 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, <u>plus</u> any additional charter fee amount required by an increase in the number of authorized shares of the corporation, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH**. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

### NOTE

The registered office and/or registered agent cannot be changed by filing articles of amendment to the articles of incorporation. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at www.scc.virginia.gov/division/clk/asp/fee\_corp\_formrequest.aspx.